

Fill in this information to identify the case:

United States Bankruptcy Court for the:

District of Delaware
(State)
Case number (if known): _____ Chapter 11 Check if this is an amended filing

Official Form 201

Voluntary Petition for Non-Individuals Filing for Bankruptcy

06/22

If more space is needed, attach a separate sheet to this form. On the top of any additional pages, write the debtor's name and the case number (if known). For more information, a separate document, *Instructions for Bankruptcy Forms for Non-Individuals*, is available.

1. Debtor's name	Potrero Medical, Inc.		
2. All other names debtor used in the last 8 years			
Include any assumed names, trade names, and <i>doing business as</i> names			
3. Debtor's federal Employer Identification Number (EIN)	8 0 - 0 8 5 3 1 9 1		
4. Debtor's address	Principal place of business	Mailing address, if different from principal place of business	
	26142 Eden Landing Road		
	Number Street		
5. Debtor's website (URL)	https://potreromed.com/		

Debtor	Potrero Medical, Inc. Name	Case number (if known)
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6. Type of debtor

Corporation (including Limited Liability Company (LLC) and Limited Liability Partnership (LLP))
 Partnership (excluding LLP)
 Other. Specify: _____

7. Describe debtor's business

A. Check one:

Health Care Business (as defined in 11 U.S.C. § 101(27A))
 Single Asset Real Estate (as defined in 11 U.S.C. § 101(51B))
 Railroad (as defined in 11 U.S.C. § 101(44))
 Stockbroker (as defined in 11 U.S.C. § 101(53A))
 Commodity Broker (as defined in 11 U.S.C. § 101(6))
 Clearing Bank (as defined in 11 U.S.C. § 781(3))
 None of the above

B. Check all that apply:

Tax-exempt entity (as described in 26 U.S.C. § 501)
 Investment company, including hedge fund or pooled investment vehicle (as defined in 15 U.S.C. § 80a-3)
 Investment advisor (as defined in 15 U.S.C. § 80b-2(a)(11))

C. NAICS (North American Industry Classification System) 4-digit code that best describes debtor. See <http://www.uscourts.gov/four-digit-national-association-naics-codes>.

3 3 9 1

8. Under which chapter of the Bankruptcy Code is the debtor filing?

A debtor who is a "small business debtor" must check the first sub-box. A debtor as defined in § 1182(1) who elects to proceed under subchapter V of chapter 11 (whether or not the debtor is a "small business debtor") must check the second sub-box.

Check one:

Chapter 7
 Chapter 9
 Chapter 11. Check all that apply:

The debtor is a small business debtor as defined in 11 U.S.C. § 101(51D), and its aggregate noncontingent liquidated debts (excluding debts owed to insiders or affiliates) are less than \$3,024,725. If this sub-box is selected, attach the most recent balance sheet, statement of operations, cash-flow statement, and federal income tax return or if any of these documents do not exist, follow the procedure in 11 U.S.C. § 1116(1)(B).
 The debtor is a debtor as defined in 11 U.S.C. § 1182(1), its aggregate noncontingent liquidated debts (excluding debts owed to insiders or affiliates) are less than \$7,500,000, and it chooses to proceed under Subchapter V of Chapter 11. If this sub-box is selected, attach the most recent balance sheet, statement of operations, cash-flow statement, and federal income tax return, or if any of these documents do not exist, follow the procedure in 11 U.S.C. § 1116(1)(B).
 A plan is being filed with this petition.
 Acceptances of the plan were solicited prepetition from one or more classes of creditors, in accordance with 11 U.S.C. § 1126(b).
 The debtor is required to file periodic reports (for example, 10K and 10Q) with the Securities and Exchange Commission according to § 13 or 15(d) of the Securities Exchange Act of 1934. File the *Attachment to Voluntary Petition for Non-Individuals Filing for Bankruptcy under Chapter 11* (Official Form 201A) with this form.
 The debtor is a shell company as defined in the Securities Exchange Act of 1934 Rule 12b-2.
 Chapter 12

Debtor	Potrero Medical, Inc.		Case number (if known) _____
Name _____			
9. Were prior bankruptcy cases filed by or against the debtor within the last 8 years?		<input checked="" type="checkbox"/> No <input type="checkbox"/> Yes. District _____ When _____ Case number _____ MM / DD / YYYY	
If more than 2 cases, attach a separate list.		District _____ When _____ Case number _____ MM / DD / YYYY	
10. Are any bankruptcy cases pending or being filed by a business partner or an affiliate of the debtor?		<input checked="" type="checkbox"/> No <input type="checkbox"/> Yes. Debtor _____ Relationship _____ District _____ When _____ Case number, if known _____ MM / DD / YYYY	
11. Why is the case filed in this district?		<i>Check all that apply:</i> <ul style="list-style-type: none"> <input checked="" type="checkbox"/> Debtor has had its domicile, principal place of business, or principal assets in this district for 180 days immediately preceding the date of this petition or for a longer part of such 180 days than in any other district. <input type="checkbox"/> A bankruptcy case concerning debtor's affiliate, general partner, or partnership is pending in this district. 	
12. Does the debtor own or have possession of any real property or personal property that needs immediate attention?		<input checked="" type="checkbox"/> No <input type="checkbox"/> Yes. Answer below for each property that needs immediate attention. Attach additional sheets if needed.	
Why does the property need immediate attention? (Check all that apply.) <ul style="list-style-type: none"> <input type="checkbox"/> It poses or is alleged to pose a threat of imminent and identifiable hazard to public health or safety. What is the hazard? _____ <input type="checkbox"/> It needs to be physically secured or protected from the weather. <input type="checkbox"/> It includes perishable goods or assets that could quickly deteriorate or lose value without attention (for example, livestock, seasonal goods, meat, dairy, produce, or securities-related assets or other options). <input type="checkbox"/> Other _____ 			
Where is the property? _____ Number _____ Street _____ _____ City _____ State ZIP Code _____			
Is the property insured? <ul style="list-style-type: none"> <input type="checkbox"/> No <input type="checkbox"/> Yes. Insurance agency _____ 			
Contact name _____ Phone _____			

Statistical and administrative information

Debtor	Potrero Medical, Inc. Name	Case number (if known)
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13. Debtor's estimation of available funds	Check one:		
	<input checked="" type="checkbox"/> Funds will be available for distribution to unsecured creditors. <input type="checkbox"/> After any administrative expenses are paid, no funds will be available for distribution to unsecured creditors.		
14. Estimated number of creditors	<input type="checkbox"/> 1-49	<input type="checkbox"/> 1,000-5,000	<input type="checkbox"/> 25,001-50,000
	<input type="checkbox"/> 50-99	<input type="checkbox"/> 5,001-10,000	<input type="checkbox"/> 50,001-100,000
	<input type="checkbox"/> 100-199	<input type="checkbox"/> 10,001-25,000	<input type="checkbox"/> More than 100,000
	<input checked="" type="checkbox"/> 200-999		
15. Estimated assets	<input type="checkbox"/> \$0-\$50,000	<input checked="" type="checkbox"/> \$1,000,001-\$10 million	<input type="checkbox"/> \$500,000,001-\$1 billion
	<input type="checkbox"/> \$50,001-\$100,000	<input type="checkbox"/> \$10,000,001-\$50 million	<input type="checkbox"/> \$1,000,000,001-\$10 billion
	<input type="checkbox"/> \$100,001-\$500,000	<input type="checkbox"/> \$50,000,001-\$100 million	<input type="checkbox"/> \$10,000,000,001-\$50 billion
	<input type="checkbox"/> \$500,001-\$1 million	<input type="checkbox"/> \$100,000,001-\$500 million	<input type="checkbox"/> More than \$50 billion
16. Estimated liabilities	<input type="checkbox"/> \$0-\$50,000	<input checked="" type="checkbox"/> \$1,000,001-\$10 million	<input type="checkbox"/> \$500,000,001-\$1 billion
	<input type="checkbox"/> \$50,001-\$100,000	<input type="checkbox"/> \$10,000,001-\$50 million	<input type="checkbox"/> \$1,000,000,001-\$10 billion
	<input type="checkbox"/> \$100,001-\$500,000	<input type="checkbox"/> \$50,000,001-\$100 million	<input type="checkbox"/> \$10,000,000,001-\$50 billion
	<input type="checkbox"/> \$500,001-\$1 million	<input type="checkbox"/> \$100,000,001-\$500 million	<input type="checkbox"/> More than \$50 billion

Request for Relief, Declaration, and Signatures

WARNING -- Bankruptcy fraud is a serious crime. Making a false statement in connection with a bankruptcy case can result in fines up to \$500,000 or imprisonment for up to 20 years, or both. 18 U.S.C. §§ 152, 1341, 1519, and 3571.

17. Declaration and signature of authorized representative of debtor

The debtor requests relief in accordance with the chapter of title 11, United States Code, specified in this petition.

I have been authorized to file this petition on behalf of the debtor.

I have examined the information in this petition and have a reasonable belief that the information is true and correct.

I declare under penalty of perjury that the foregoing is true and correct.

Executed on 11/21/2023
MM / DD / YYYY

 Joseph A. Urban (Nov 21, 2023 14:24 EST)

Signature of authorized representative of debtor

Joseph A. Urban

Printed name

Title CEO

<p>Debtor Name</p> <p>18. Signature of attorney</p>	<p>Potrero Medical, Inc.</p> <hr/> <p> Signature of attorney for debtor</p>	<p>Case number (if known)</p> <hr/> <p>Date <u>11/21/2023</u> MM / DD / YYYY</p>
<p>Printed name <u>David M. Klauder</u></p> <p>Firm name <u>Bielli & Klauder, LLC</u></p> <p>Number <u>1204 N. King Street</u> Street</p> <p>City <u>Wilmington</u></p> <p>State <u>DE</u> ZIP Code <u>19801</u></p> <p>Contact phone <u>(302) 803-4600</u></p> <p>Email address <u>dklauder@bk-legal.com</u></p> <p>Bar number <u>5769</u></p> <p>State <u>DE</u></p> <hr/>		

POTRERO MEDICAL, INC.
CERTIFICATE OF DIRECTOR

November 21, 2023

I, Joseph A. Urban, being a duly elected and authorized officer of Potrero Medical, Inc. (the “**Company**”), hereby certify as follows:

- A. I am a duly qualified and elected officer of the Company and, as such, I am familiar with the facts herein certified and I am duly authorized to certify the same on behalf of the Company;
- B. Attached hereto is a true, correct, and complete copy of the resolutions of the board of directors, duly adopted and approved on November 17, 2023, in accordance with the Company’s bylaws; and
- C. Such resolutions have not been amended, altered, annulled, rescinded, modified, or revoked since their adoption and remain in full force and effect as of the date hereof. There exist no subsequent resolutions relating to the matters set forth in the resolutions attached here.

IN WITNESS WHEREOF, the undersigned has executed this certificate as of November 21, 2023.


Joseph A. Urban (Nov 21, 2023 14:24 EST)

Name: Joseph A. Urban
Title: CEO

**RESOLUTIONS OF
THE BOARD OF DIRECTORS OF
POTRERO MEDICAL, INC.**

November 17, 2023

At a specially set meeting of the board of directors (the “Board”) of Potrero Medical, Inc. a Delaware corporation (the “Company”), held on November 17, 2023, the Board adopted the following recitals and resolutions:

WHEREAS, the Board has consulted with the Company’s management and financial and legal advisors, have reviewed and considered the materials presented by the Company’s management and financial and legal advisors regarding the Company’s liabilities and liquidity situation, and has considered fully each of the strategic alternatives available to the Company; and

WHEREAS, in the Board’s judgment, it is desirable and in the best interests of the Company, its creditors and employees, and other interested parties that the Company file a voluntary petition for relief under the provisions of subchapter V of chapter 11 of title 11 of the United States Code (the “Bankruptcy Code”).

NOW, THEREFORE, BE IT RESOLVED, that each of Joseph A. Urban, the president and chief executive officer of the Company, and Jeffrey Mack, the chief financial officer of the Company (each, an “Authorized Officer”) be, and hereby is, authorized and directed in the name and on behalf of the Company to execute and verify a petition to commence proceedings under subchapter V of chapter 11 of the Bankruptcy Code and to cause the same to be filed with the bankruptcy court in any district at such time and venue as the Authorized Officer executing said petition shall determine;

RESOLVED FURTHER, that each Authorized Officer be, and hereby is, authorized and directed to employ the law firms of Keller Benvenutti Kim LLP and Bielli & Klauder, LLC to represent and assist the Company in carrying out its duties under the Bankruptcy Code and related matters, and to take any and all actions to advance the Company’s rights and obligations, including filing any pleadings; and in connection therewith, such Authorized Officer be, and hereby is, authorized and directed to execute appropriate retention agreements and pay appropriate retainers prior to the filing of the case under subchapter V of chapter 11 of the Bankruptcy Code;

RESOLVED, FURTHER, that each Authorized Officer be, and hereby is, authorized and directed to employ the firm of G2 Capital Advisors, LLC as financial advisor to represent and assist the Company in carrying out its respective duties under the Bankruptcy Code and related matters, and to take any and all actions to advance the Company’s rights and obligations, and other matters consistent therewith; and in connection therewith, such Authorized Officer be, and hereby is, authorized and directed to execute appropriate retention agreements, pay appropriate retainers prior to and immediately upon filing of the case under subchapter V chapter 11 of the Bankruptcy Code, and cause to be filed an appropriate application for authority to retain the services of G2 Capital Advisors, LLC;

RESOLVED, FURTHER, that each Authorized Officer be, and hereby is, authorized and directed to employ the firm of Stretto, Inc., as claims and noticing agent and as administrative agent to represent and assist the Company in carrying out its respective duties under the Bankruptcy Code and related matters, and to take any and all actions to advance the Company's rights and obligations, and other matters consistent therewith; and in connection therewith, each the Authorized Officer be, and hereby is, authorized and directed to execute appropriate retention agreements, pay appropriate retainers prior to and immediately upon filing of the case under subchapter V chapter 11 of the Bankruptcy Code, and cause to be filed an appropriate application for authority to retain the services of Stretto, Inc.;

RESOLVED FURTHER, that each Authorized Officer be, and hereby is, authorized and directed, in the name and on behalf of the Company, to execute all petitions, schedules, motions, lists, applications, pleadings, and other papers or documents, and to take any and all such other and further actions which such Authorized Officer or the Company's legal counsel may deem necessary, proper, or desirable in connection with the case under chapter 11 of the Bankruptcy Code;

RESOLVED FURTHER, that each Authorized Officer be, and hereby is, authorized and directed, in the name and on behalf of the Company, to take such actions and to make, sign, execute, acknowledge, and deliver any and all such additional documents, agreements, affidavits, applications for approvals or rulings of governmental or regulatory authorities, motions, orders, directions, certificates, requests, receipts, financing statements, or other instruments as may be reasonably required to give effect to the foregoing resolutions and to consummate the transactions contemplated by the foregoing resolutions, to execute and deliver such instruments, and to fully perform the terms and provisions thereof; and

RESOLVED FURTHER, that to the extent that any of the actions authorized by any of the foregoing resolutions have been taken by an Authorized Officer on behalf of the Company, such actions are hereby ratified and confirmed in their entirety.

Fill in this information to identify the case:

Debtor name	Potrero Medical Inc.	
United States Bankruptcy Court for the:	District of	Delaware (State)
Case number (If known):		

Check if this is an amended filing

Official Form 204

Chapter 11 or Chapter 9 Cases: List of Creditors Who Have the 20 Largest Unsecured Claims and Are Not Insiders

12/15

A list of creditors holding the 30 largest unsecured claims must be filed in a Chapter 11 or Chapter 9 case. Include claims which the debtor disputes. Do not include claims by any person or entity who is an *insider*, as defined in 11 U.S.C. § 101(31). Also, do not include claims by secured creditors, unless the unsecured claim resulting from inadequate collateral value places the creditor among the holders of the 30 largest unsecured claims.

Name of creditor and complete mailing address, including zip code	Name, telephone number, and email address of creditor contact	Nature of the claim (for example, trade debts, bank loans, professional services, and government contracts)	Indicate if claim is contingent, unliquidated, or disputed	Amount of unsecured claim		
				Total claim, if partially secured	Deduction for value of collateral or setoff	Unsecured claim
1 Cleveland Clinic (Weston) 2950 Cleveland Clinic Blvd Weston, FL 33331	P: F:	Accrued Clinical Trials				\$463,000.00
2 Cleveland Clinic (Main) 9500 Euclid Ave Cleveland, OH 44195	P: F:	Accrued Clinical Trials				\$463,000.00
3 Wake Forest 1834 Wake Forest Rd Winston-Salem, NC 27109	P: F:	Accrued Clinical Trials				\$463,000.00
4 SF VA 4150 Clement St San Francisco, CA 94121	P: F:	Accrued Clinical Trials				\$463,000.00
5 George Washington Hospital 900 23rd St NW Washington, DC 20037	P: F:	Accrued Clinical Trials				\$463,000.00
6 Jewish Hospital 470 27th St Oakland, CA 94612	P: F:	Accrued Clinical Trials				\$463,000
7 Cedars-Sinai Medical Center Attn Manager ISRO Los Angeles, CA 90048	P: F:	Accrued Clinical Trials				\$328,652.42
8 Wilson Sonsini Goodrich & Ro PO Box 742866 Los Angeles, CA 90074-2866	P: F:	Legal Exp- General/Corp./HR				\$193,906.00

Debtor

Potrero Medical Inc.

Name

Case number (if known) _____

Number	Name of creditor and complete mailing address, including zip code	Name, telephone number, and email address of creditor contact	Nature of the claim (for example, trade debts, bank loans, professional services, and government contracts)	Indicate if claim is contingent, unliquidated, or disputed	Amount of unsecured claim		
					Total claim, if partially secured	Deduction for value of collateral or setoff	Unsecured claim
9	Paramit Corporation 18735 Madrone Parkway Morgan Hill, CA 95037	P: F:	Inventory				\$176,083.53
10	Primecare Medical Room 408-410 Hangzhou, 310002	P: F:	Inventory				\$104,434.57
11	Healthcare Technology Units 15-21, 12F Topsail Plaza Hong Kong, China	P: F:	Inventory				\$76,743.00
12	Madewell Haiyan Kangyuan Med Songpodong Rd Zhejiang, China	P: F:	Inventory				\$59,243.00
13	E-Mag Solutions 48/2, SKS Compound, Kudlu Gate Karnataka, 560068	P: F:	Consultant-R&D				\$58,000.00
14	nPhase, Inc. 533 2nd Street Encinitas, CA 92024	P: F:	Consultant-Clinical Affairs				\$48,000.00
15	Levine Bagade Han, LLP 2400 Geng Road, Suite 120 Palo Alto, CA 94303	P: F:	Law firm-IP				\$44,033.19
16	RoseRyan Inc RoseRyan, Inc Campbell, CA 95008	P: F:	Consultant-Accounting				\$40,183.75
17	QAD Inc. 15979 Collection Center Dr. Chicago, IL 60693	P: F:	Software subscription-Finance & accounting				\$35,215.50
18	Cenergy International Servic 12650 Crossroads Park Dr Houston, TX 77065	P: F:	Temporary/Contractor agency				\$35,200.00
19	Weaver and Tidwell LLP 2821 West 7th Street Fort Worth, TX 76107	P: F:	Consultant-Accounting				\$31,621.00
20	Parachute Technology Inc. 2010 Crow Canyon Place, Suite 260 San Ramon, CA 94583	P: F:	IT support services				\$27,473.75

Fill in this information to identify the case and this filing:

Debtor Name Potrero Medical, Inc.
 United States Bankruptcy Court for the: _____ District of Delaware
 (State)
 Case number (If known): _____

Official Form 202

Declaration Under Penalty of Perjury for Non-Individual Debtors

12/15

An individual who is authorized to act on behalf of a non-individual debtor, such as a corporation or partnership, must sign and submit this form for the schedules of assets and liabilities, any other document that requires a declaration that is not included in the document, and any amendments of those documents. This form must state the individual's position or relationship to the debtor, the identity of the document, and the date. Bankruptcy Rules 1008 and 9011.

WARNING -- Bankruptcy fraud is a serious crime. Making a false statement, concealing property, or obtaining money or property by fraud in connection with a bankruptcy case can result in fines up to \$500,000 or imprisonment for up to 20 years, or both. 18 U.S.C. §§ 152, 1341, 1519, and 3571.

Declaration and signature

I am the president, another officer, or an authorized agent of the corporation; a member or an authorized agent of the partnership; or another individual serving as a representative of the debtor in this case.

I have examined the information in the documents checked below and I have a reasonable belief that the information is true and correct:

- Schedule A/B: Assets—Real and Personal Property* (Official Form 206A/B)
- Schedule D: Creditors Who Have Claims Secured by Property* (Official Form 206D)
- Schedule E/F: Creditors Who Have Unsecured Claims* (Official Form 206E/F)
- Schedule G: Executory Contracts and Unexpired Leases* (Official Form 206G)
- Schedule H: Codebtors* (Official Form 206H)
- Summary of Assets and Liabilities for Non-Individuals* (Official Form 206Sum)
- Amended Schedule _____
- Chapter 11 or Chapter 9 Cases: List of Creditors Who Have the 20 Largest Unsecured Claims and Are Not Insiders* (Official Form 204)
- Other document that requires a declaration _____

I declare under penalty of perjury that the foregoing is true and correct.

Executed on 11/21/2023
 MM / DD / YYYY

 Joseph A. Urban (Nov 21, 2023 14:24 EST)

Signature of individual signing on behalf of debtor

Joseph A. Urban

Printed name

CEO

Position or relationship to debtor